



GREATEST FEAR-FIGHTING TEAM in COMICDOM!



81

CHALLENGERS OF THE UNKNOWN

NOV.
NO. 52

12¢

THE WORLD'S WICKEDEST
VILLAIN, **VILLO**,
IS BACK, TWICE AS
TERRIBLE AS BEFORE,
in **"TWO ARE
DEAD--
TWO
TO GO!"**

ACE--RED! THEY'RE
BOTH DEAD! LET'S GET
'EM AWAY FROM HERE--
BEFORE IT'S TOO LATE
FOR US!



THE WORLD'S VILEST VILLAIN--VILLO--
IS BACK ... AND IN THIS SHOCKER, THE
CHALLS GET THE FULL CLOBBERING BIT!

ONLY THE MASTER OF MONUMENTAL
MEANNESS CAN HOPE TO ACHIEVE WHAT
COUNTLESS OTHERS HAVE TRIED TO DO--
DESTROY OUR FANTABULOUS FOURSOME!
DOES HE SUCCEED IN PART OR COMPLETELY?
WE DARE YOU TO READ THIS PACESETTER
OF PULSE-POUNDERS...

"TWO ARE DEAD-- TWO TO GO!"

IF THIS AIN'T THE
SWINGIN' END--
FIGHTIN' OUR OWN
LOOK-ALIKES!

YOU HEARD OF THE
SUNDAY PUNCH, THE
ALL-OUT ATTACK,
THE DEMOLISHING
BLITZ? THEY WERE
NOTHING BUT A
TAFFY PULL COMP-
ARED TO MY
"CHALLENGER--
SPECIAL!"

TROUBLE IS...WE'RE
NOT DOING MUCH
FIGHTING...WE'RE
GETTING SLAMMED
AROUND!

ART BY BOB BROWN
STORY BY F.E. HERRON

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ONCE THE CENTER OF VIOLENT TRIBAL WARS, THIS ANCIENT MONGOLIAN PALACE HAS SLUMBERED IN PEACEFUL SERENITY FOR THE PAST COUPLE OF CENTURIES...

...TILL A FEW MINUTES AGO, WHEN IT BEGAN SOUNDING LIKE OLD TIMES...

BAM!

KWHLUNK!

ZOK!

...BECAUSE ALWAYS ON THE ALERT FOR DANGERS THAT SPRING FROM THE UNKNOWN, THE CHALLENGERS RUSHED HERE TO BATTLE SOME TERRORIZING TITANS KNOWN ONLY AS ... THE BRUTALS!

KEEP OUTA THEIR REACH!
IF THESE BIG CATS EVER
GET A PAW ON YOU--I
MEAN, MAN, LIKE MUR-DER!

KAWHAM!

ZOK!

ZING!

WOW! HE DON'T DIG FROM NOTHIN' THIS CREEP!

DON'T NOTHING BOTHER THESE CHARACTERS? WHAT DOES IT TAKE TO MAKE 'EM SAY, UNCLE?

CLANK!

WHLUNK!

SOK!

OWCH!
THIS DOESN'T DO IT!
AND I NEARLY BROKE
MY HEAD!



ONE OF THE BRUTALS SNAKES OUT A MASSIVE HAND, SEIZES PUNY RED LIKE A DOLL--READY'S TO CLOBBER HIM...

DON'T WORRY, CARROT-TOP... OL' ROCKY'S MAKIN' THE SCENE!



DROP HIM, CAT--I MEAN LIKE MAKIN' WITH THE SPLITSVILLE!

BLANGG!



WITH ONLY A SLIGHT SHUDDER OF HIS SHOULDERS, HE SHAKES OFF HIS ATTACKER...

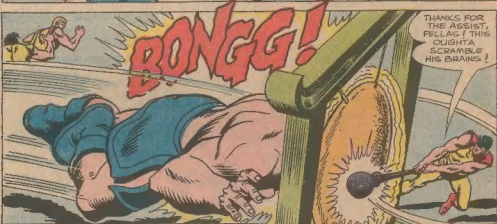
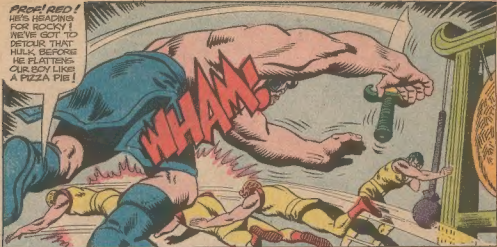
GROWRRR



OBOY, DADDY-O! WE'RE GETTIN' NOWHERE--AN' I MEAN LIKE FAST! IF WE DON'T GET WITH IT IN A COUPLE OF MINUTES, WE'LL ALL GO DOWN FOR THE FULL COUNT!

THWACK!

PROP! RED!
HE'S HEADING
FOR ROCKY!
WE'VE GOT TO
DETOUR THAT
HULK BEFORE
HE FLATTENS
OUR BOY LIKE
A PIZZA PIE!



THANKS FOR
THE ASSIST,
FELLAS! THIS
OUGHTA
SCRAMBLE
HIS BRAINS!

AND AS THE BONG'S VIBRATIONS ECHO THROUGHOUT
THE GREAT PALACE...



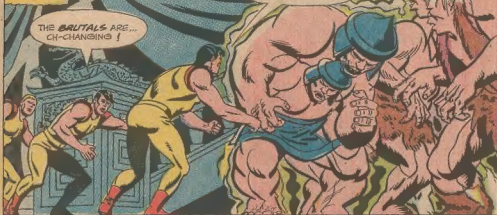
FOR THE LIVVA PETE!
LOOK AT THE
BRUTALS!
WH-WHAT'S
HAPPENING
TO THOSE
MAN-EATERS?

WHAT'D YOU SAY? I
CAN HARDLY HEAR
YOU, ACE! MY EARS ARE
STILL BONG-G-G-ING!
WOW! LOOK AT 'EM! GET
SET--FOR ANYTHING!

AND AS THE
VIBRATIONS
DIE OUT...

THIS IS **WILD**... I MEAN LIKE **CRAZY**!
WHAT ARE THEY GONNA LOOK LIKE--
ON THE FLIP SIDE?

THE **BRUTALS** ARE...
CH-CHANGING!



THEY'RE ORDINARY
MONGOLIAN
HILLSMEN!

THANK YOU, STRANGERS--FOR
RELEASING US FROM THE
HIDEOUS FORMS OF THE
BRUTALS! WE ARE
ETERNALLY GRATEFUL!



I DON'T
DIG
THE BIT,
ACE!
WHAT
PLAYS?

MAYBE WHEN
YOU SMACKED
THE GONG
AND CAUSED
THE VIBRATIONS--

YES! THEY BROKE
THE MYSTERIOUS
SPELL THAT
HAD TRANS-
FORMED US
INTO THOSE
SUPER-HUMAN
MONSTROSITIES!



IN AWED, FRIGHTENED WHISPERS, THE
HILLSMEN TELL OF A SINISTER-LOOKING
STRANGER WHO RECENTLY HAD COME
TO THEIR LAND...

THAT DESCRIPTION
CAN ONLY FIT **ONE**
MAN--**VILLO**!*
HE MUST'VE
WHIPPED HERE IN
HIS MOBILE HIDE-
OUT WITH **BRAINEX**...
AND HE HAD THAT
DIABOLICAL MACHINE
CHANGE THESE
INNOCENT MEN
INTO RAMPAGING
BRUTALS!



IF WE'RE RIGHT, AND IT **IS**
THAT DEMONIC DESPERADO,
BOYS, WE'VE GOT OUR WORK
CUT OUT FOR US! HIS ONLY
PURPOSE WAS TO LURE US
OUT HERE--INTO A DEATH
TRAP! WHERE COULD HE
BE NOW?

YOU CAN BE SURE HE'S
WATCHING OUR EVERY
MOVE THROUGH ONE
OF **BRAINEX**'S
COMPUTER
SCANNERS!



* THAT EGOMANIACAL MASTER OF VILLAINY
WAS INTRODUCED IN **CHALLENGERS** #50

AND FAR AWAY--
AT THIS VERY
MOMENT--IN
VILLO'S VILLA,
JUST AS PROP.
PREDICTED...

OUR TRAPS, OLD BOY! DON'T
BE GREEDY! GIVE CREDIT
WHERE CREDIT'S DUE! AFTER
ALL, WHO GAVE YOU THE
OPPORTUNITY TO BOAST
YOU'RE THE WORLD'S WORST,
VILEST VILLAIN?

A MILLION CURSES
ON THOSE CHALLENGERS!
HOW DO THEY KEEP
SLIPPING MY TRAPS?

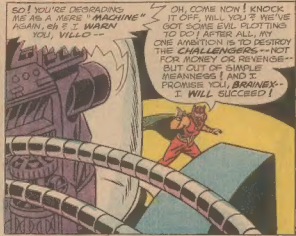


AW-W-W!
OKEY--"OUR"
TRAPS! MUST
YOU ALWAYS
DWELL ON
DETAILS,
BRAINEX?
DETAILS?
DETAILS!
THAT'S THE
TROUBLE
WITH A
MACHINE...



SO! YOU'RE DEGRADING
ME AS A MERE "MACHINE"
AGAIN, eh? I WARN
YOU, VILLO--

OH, COME NOW! KNOCK
IT OFF, WILL YOU? WE'VE
GOT SOME EVIL PLOTTING
TO DO! AFTER ALL, MY
ONE AMBITION IS TO DESTROY
THE CHALLENGERS--NOT
FOR MONEY OR REVENGE--
BUT OUT OF SIMPLE
MEANNESS! AND I
PROMISE YOU, BRAINEX--
I WILL SUCCEED!



HERE'S THE SPACE
I RESERVED FOR THE
CHALLENGERS
IN MY TROPHY
ROOM! A REAL
ORIGINAL TOUCH,
THIS ROOM...

THAT
DOESN'T
COMPUTE,
OLD BOY...



YOU SWIPED IT FROM
BATMAN, WHO
ORIGINATED THE
TROPHY-ROOM FOR
HIS BATCAVE!
ADMIT IT, OLD BOY...

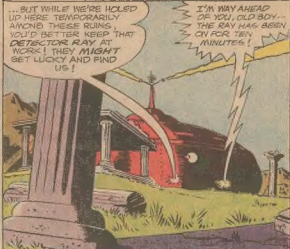
MIND
YOUR
OWN
BUSINESS!
SINCE WHEN
HAVE YOU A
LILY-WHITE
CONSCIENCE?!



ANYWAY, LET'S START THOSE WHEELS TURNING! WE'VE GOT TO THINK OF A FOOLPROOF PLAN TO BRING THE CHALLENGERS TO HEEL... A PLAN THAT CAN'T POSSIBLY GO ASTRAY...



...BUT WHILE WE'RE HOLED UP HERE TEMPORARILY AMONG THESE RUINS, YOU'D BETTER KEEP THAT DETECTOR RAY AT WORK! THEY MIGHT GET LUCKY AND FIND US!



I'M WAY AHEAD OF YOU, OLD BOY... THE RAY HAS BEEN ON FOR TEN MINUTES!

THE CHALLENGERS MUST HAVE A WEAK SPOT! EVERYBODY HAS A WEAK SPOT... EXCEPT ME, OF COURSE!

INDEED! THAT'S WHAT I LIKE ABOUT YOU! YOU'RE SO MODEST!



SOMEWHERE IN THE CHALLENGER CHAIN THERE MUST BE A WEAK LINK! WE CAN'T SPOT IT BECAUSE THEY NEVER WORK AS INDIVIDUALS--ONLY AS A TEAM! TEAMWORK ALWAYS COVERS UP WEAK SPOTS!

THAT COMPUTES NICELY, OLD BOY! NOW YOU'RE HITTING ON ALL CYLINDERS!



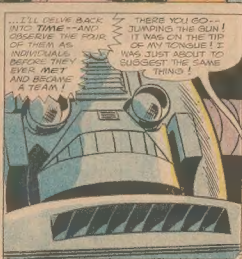
IF ONLY I COULD SEE THEM WORK INDIVIDUALLY--ALONE! THEN I'D BE ABLE TO SPOT A WEAKNESS...

HOLD IT! I JUST HAD A REMARKABLY CLEVER THOUGHT, VILLO...



...I'LL DELVE BACK INTO TIME--AND OBSERVE THE FOUR OF THEM AS INDIVIDUALS BEFORE THEY EVER MET AND BECAME A TEAM!

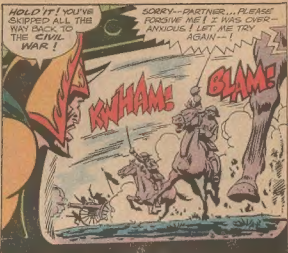
THERE YOU GO-- JUMPING THE GUN! IT WAS ON THE TIP OF MY TONGUE! I WAS JUST ABOUT TO SUGGEST THE SAME THING!



OF COURSE, DEAR MASTER!
I SHOULD'VE KNOWN! NOW
KEEP AN EYE ON THE
TIME-SCREEN!



HOLD IT! YOU'VE
SKIPPED ALL THE
WAY BACK TO
THE CIVIL
WAR!



SORRY--PARTNER... PLEASE
FORGIVE ME! I WAS OVER-
ANXIOUS! LET ME TRY
AGAIN--!



THAT'S IT, BRAINEX! YOU'VE GOT IT!
YOU'RE FOCUSING ON ACE-- THE
TEAM'S LEADER! THIS SHOWS HIM AS
A JET TEST PILOT-- IN HIS
PRE-CHALLS' DAYS!



HIS PLANE'S IN TROUBLE!
TOO BAD HE DIDN'T
CRASH! HOW'D THE
LUCKY DOG
SURVIVE?



HE BAILED OUT JUST IN TIME!
OKAY, BRAINEX-- KEEP ROLLING
THOSE RE-ELMS, AND DON'T CUT IN
WITH ANY COMMERCIALS! I MUST
FIND A SOFT SPOT!

MEANWHILE...

NOW THAT THINGS ARE
STRAIGHTENED OUT HERE--
WE'VE GOT TO BE ON THE
ALERT-- WITH VILLO AND
BRAINEX ON THE PROWL!



SCENE AFTER SCENE OF ACE'S PAST FLASHES ACROSS THE SCREEN TO VILLO'S MOUNTING ANGER AND DISAPPOINTMENT...

HE'S A FIGHTING
DEMON! CAN'T EVEN
THREE OF THOSE
MUSCLE-BOUND
MORONS STOP HIM?

NO MATTER WHAT
THE ODDS ARE
AGAINST HIM, HE'S
A TERROR!

CAN'T HE BE DEFEATED
SOMEHOW? ISN'T THERE
SOME WAY HE'LL BETRAY
HIS ACHILLES' HEEL, HIS
ONE, SINGLE WEAKNESS
THAT I CAN TAKE
ADVANTAGE OF?

YOU'LL HAVE TO WAIT FOR THAT ANSWER! RIGHT NOW, I'VE GOT TO CUT THE SHOW! DANGER EMANATIONS COMING IN ON THE DETECTOR RAY! CHALLENGERS APPROACH!

WHAT!?? HOW ON EARTH WAS IT POSSIBLE FOR THEM TO LOCATE US?!

CONTINUED ON 3RD PAGE FOLLOWING.

Now--in your DAILY NEWSPAPER!

NOW-in **COLOR** and
CINEMASCOPE!

A vibrant, cartoonish illustration depicting a chaotic battle scene. Several characters are shown in various states of action: one is being thrown, another is falling, and others are in dynamic poses. Large, stylized sound effects are scattered throughout the scene, including 'POW!' in red and blue, 'LUNK!!' in red, 'WHAM!!' in red, and 'GLOMP!' in red. The background is a solid yellow, and the overall style is reminiscent of classic comic book art.

You'll just hate yourself if you miss
20th CENTURY-FOX'S PRODUCTION of
BATMAN
CO-STARRING
The PENGUIN, CATWOMAN and The JOKER!



PART 2

THERE'S NOTHING LIKE A ROUSING REUNION OF ARCH-ENEMIES! SO HERE WE GO WITH VILLO (MONARCH OF MEANNESS) UNCORKING A COUPLE OF SIZZLIN' SURPRISES FOR THE CHALLS! **JUSTICE**

WE'RE RIGHT ON THE OL' BEAM!
THERE'S WHERE
VILLO STASHED HIMSELF--
DEAD AHEAD!

YEAH,
I LIKE THAT
WORD FOR
THAT FUNK-
DEAD!

NO SIGN OF ACTIVITY!
DON'T TELL ME WE
CRAUGHT SOMEONE
SLEEPING!

HEY! THIS IS REAL
WILDSVILLE!
ONCH!

WHAT'S
PLAYIN'
HERE?

SOMETHING

WOW!
REAL
MURDER!

BAM!

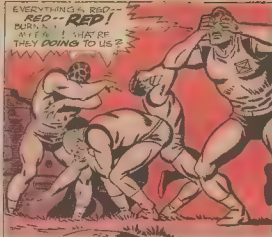
PON!

SLAT!



WHAT A BEATING THEY'RE TAKING! WONDERFUL! I'VE NEVER HAD SO MUCH FUN IN MY LIFE! NOW, BRAINEX, GIVE THEM OUR SPECIAL!

COMING UP, FLEET BOY

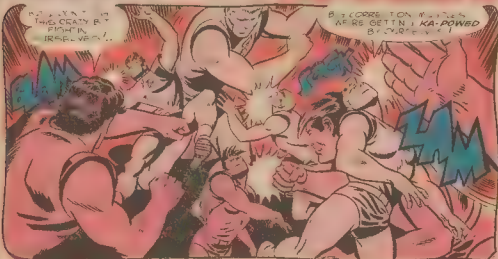


EVERYTHING'S RED--
RED--RED!
BURN! BURN!
WHAT'RE THEY DOING TO US?



LOOK AT THAT!
US!

WHAT A WELCOMIN' COMMITTEE! I NEVER THOUGHT I WAS THAT UGLY! OKAY, CAPT. LET'S TELL 'EM WE DON'T DO KANNA GO!



BURN! BURN!
THE GREAT BURN
FIGHTING
IRRESISTIBLE!

BURN! BURN!
WE'RE GETTING KA-POWED
BURN! BURN!



MAN! THE SUN
JUST EXPLODED
ON MY CHIN!
CRAZY!



WHAT HUNG
DON'T SEE
ANYTHING
IS A
RAINBOW!

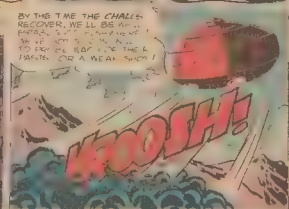


THE ONLY COLOR
WE'RE ALLOWED TO
SEE IS BLACK
AND BLUE! BUT
WHAT NOW? I
DON'T KNOW!
AND I DON'T
KNOW!



ALL RIGHT, BRAINEX!
WE'VE ACHIEVED OUR
AIM! THAT "CHALLENGER
SPECIAL" WILL SOON FADE
AWAY... SO LET'S BE ON OUR
WAY IN OUR MOBILE
HIDEOUT!

I COULDN'T
AGREE WITH
YOU MORE
REALLY!

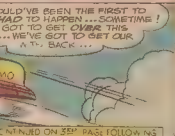
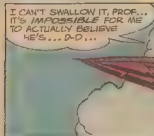
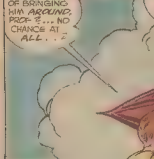
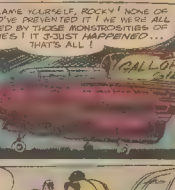
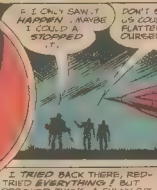


BY THE TIME THE CHALLENGER
RECOVER, WE'LL BE AWAY!
WE'VE GOT TO GO NOW!
TO FIND THE REAL
FACTS... OR A WEAK SMOKE!



THAT RAT FINK
VILLO TOOK OFF!
AND WITH AT THOSE
BIG CLIPICATES ON
OUR FEET! THEY'RE
DISAPPEARING LIKE
SMOKE!

HEY FELLERS!
IT'S
COLDER THAN
A POPPSICLE!



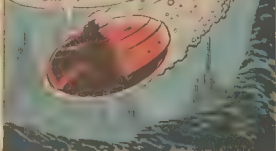


I ALL RIGHT
REALLY SAY
"TA"
VILLO!
GET THAT
OFF

CUT IT, ROCKY! DON'T
LOSE YOUR HEAD!
FIRST THING
IS TO KEEP HIS
SECRET! VILLO
MUSTN'T KNOW
ABOUT A

MENWHILE...

I MUST ADMIT
THAT MR. A. S. NO. 1
DETA. BRAINEX-- USING
THE OCEAN FOR OUR NEXT
STOP-OFF! AFTER ALL
WE'RE NOW GOING TO
RECAP PROF'S PAST--
AND HE WAS A DEEP-SEA
DIVER!



DEE...
GO WITH
THE ACTION!

OKAY, DEAR FRIEND AND
COLLABORATOR! THERE'S
THE GOOD PROF-- BEFORE
BE-- AND A
CHALLENGER!

I MUST KEEP A
SHARP EYE... WATCH
FOR ANY POSSIBLE
WEAKNESS IN HIM!

STAYE... ONE AFTER SCENE OF PROF'S PAST-- WHEN HE WAS
A... REF- (IVE RECORD) FLASH ACROSS THE TIME-SCANNER



GOT TO GET HOLD OF MYSELF...
THAT'S NO REAL MONSTROSITY...
I'M SUFFERING FROM RAPTURES
OF THE DEEP... AN IMAGINED
TERROR...

UNDERNEAS
DRILLING



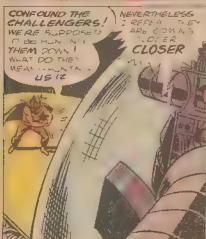
BAM! THEY'RE IMPOSSIBLE! THE MAN IN SUITS OF IRON! I CAN'T FIND A SINGLE FLAW IN HIS MAKE-UP!

JUST AS WELL YOU'RE CALLING IT QUITS RIGHT NOW, VILLO! WE'RE IN TROUBLE! AGAIN!



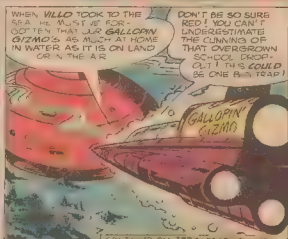
TROUBLE? HAVEN'T WE GOT ENOUGH OF THAT YET NOW?

SAME OLD HEADACHE THE CHALLENGERS! HE DETECTOR RAY VILLO! THE RAY AT WORK!



CONFOUND THE CHALLENGERS! WE'RE SUPPOSED TO BE HUNTING THEM DOWN! WHAT DO THEY MEAN... MOUNTAIN... US IS!

NEVERTHELESS I REFER TO YOU AS DOWN'S CLOSER



WHEN VILLO TOOK TO THE SEA HE MUST'VE FORGOTTEN THAT OUR GALLOPIN' GIZMO'S AS MUCH AT HOME IN WATER AS IT IS ON LAND OR IN THE AIR

DON'T BE SO SURE RED! YOU CAN'T UNDERESTIMATE THE CUNNING OF THAT OVERGROWN SCHOOL DROP-OUT! THIS COULD BE ONE BAD TRAP!

CONTINUED ON 355 PAGE FOLLOWING

EXTRA!

THE METAL MEN ARE TURNED INTO HUMANS!

WHO MADE THE UNIQUE ROBOTS EVEN MORE INCREDIBLE?

NOT THEIR INVENTOR—BUT THE MOST EXTRAORDINARY THREAT THEY HAVE EVER FACED—WHO ALSO CHANGES DOC MAGNUS INTO A **ROBOT!**

IN THE SURPRISE THRILLER OF THE CENTURY

ATTACK OF THE SIZZLER!

ON SALE AUG 8th

LET'S CHAT WITH THE CHALLS

Address all mail to:
CHALLENGERS OF THE UNKNOWN
National Periodicals
575 Lexington Avenue
New York, N.Y. 10022



Dear Editor: I have read many good comic books, but none—absolutely none—of them can compare with your CHALLENGERS No. 50. I would like to compliment F. E. Herron (what do the F. E. stand for?) on the magnificently dramatic story, and Bob Brown for his strong art, although I think he can sometimes do a little better I can hardly wait for Villo and Brainex to return.—Peter Olson, Sagamore Beach, Mass.

You made the day for us Pete! When we opened your letter, we knew it'd be a bright day Villo's debut started a shower of letters the likes of which we've seldom seen. A shower? Will you settle for a dozen letters? Anyway, that wild and way-out whack really grabbed the readers, so we decided to rush another minor masterpiece into work. The F. E. are initials for France Edward, and that's quite a monicker for a scribe who's 1/6th Cherokee and played college football. Yep, we kid you not! Big Ed's ancestors were buffalo hunters and spun mighty tales by the light of the wigwag blaze, two talents Big Ed inherited. Today, he hunts squirrel, rabbit and fowl in the Connecticut hills, and spins tales on his trusty typewriter. As for your crack about Bob Brown, he's always at his superlative best, and we wish we had a dozen like him!

Dear Editor: Your two references to "The Evil Eye" in a couple of recent yarns, inspire me to acquaint you with the startling fact of the existence of a kind of "infra-red" vision, which enables us to distinguish warm colors in complete darkness. Not too long ago, I read about a medic who made this claim after experimenting with 21 men who were brought into sunlight after spending a week in a cave 1,300 feet underground. Tests were made to determine how much man could see in complete darkness, and the medic, an Italian named Franco Boccalette, said that the infra-red vision of the men was weak, but they could tell certain colors.—Barbara Gordon, Boston, Mass.

I'm sure our readers appreciate this bit of news, Babs-honey, and so far as we're concerned you can go to the head of the class.

MAIL CHUTE CHIT-CHAT: "What are you do-

ing?" pens Joseph P. Latino of West Springfield, Mass. "I didn't mind the change of uniforms for our stalwart heroes, but not only have you changed the personalities of the CHALLENGERS, but, unfortunately, you decided to get rid of their headquarters! Give 'em back their old hideout, or go make another hole in a mountain!"

Thanks for being so concerned about their welfare, but time and events don't stand still. Their former uniforms were a holdover from the old days, and you've gotta keep advancing and changing if you don't want to be left behind with the old stick in-the-mud. That's progress! Anyway, you still wearing your same suit of 10 years ago? We didn't think their HQ would be blasted, but the sequence of action demanded it, and who are we to interfere? What with Prof Haley's inherited millions, you don't have to worry where they'll bunk, but it may take a little longer because of the housing shortage. We've been sent and telegraphed a lot of suggestions, and one guy from Arizona actually called us up to say they could live with him!

Craig Howard from Chicago asks us to send him a pattern of the CHALLS' costume, including their boots. Sorry, but you'll have to cool it, Craig ol' crony, and copy 'em as you see fit. What's the purpose? You going to a costume party or do you wanna make like a hero? . . . Anybody want a Scottish lass for a pen pal? Seventeen-year-old Dorothy Hunter, 149 Wellesley Road, Buckhaven, Fife, Scotland. Would like to exchange letters with some Amur-r-icans

The West Coast CHALLS cheering section should be interested in the new Fan Club being formed by Eugene Frazier, 2040 50th Ave., Sacramento, Calif. 95822 . . . And good luck to such new fanzines as "The Comicollect," edited by G. B. Love of Miami, Fla., and "Hornet No. 1," published by Paul Akers, 4820 Ohio St., South Charleston, W.Va. . . . **SWAP SHOP:** Robert Salo, Main Street, West Barn., Mass. 02668, wants Nos. 1-26, 34, 43, 45 plus CHALLS' "Showcases" . . . Jon Ingersoll, 2711 Inverness Rd., Shaker Hts., Ohio 44122 offering Nos. 27, 29, 30, 33, 34, 36-38, 44-47, 49, 50.

PART

**REMEMBER--
ACE IS DEAD!
NO TRICKY BIZ--
NO TON-DOOLERY--
NO GIMMICKS!**

**ACE IS DEAD--
KAPUT--FINISHED!**

**BUT--YOU KNOW WHAT?
ONLY THE CHALLS
COULD COME UP WITH
A HAR-RAISING
FINALE THAT'LL
OUTGUESS* YOU!**

**(* AND, HAVE
WE GOT
NOWE FOR
YOU!**

**THEY ALSO
OUTGUESSED
US!--**

Editor

**MAYBE--JUST
FOR OCE--WE
CAN SPRING A
SURPRISE IN
VILLO AND
BRAINEX!**

**THAT'LL BE THE SHAG N DAY
CHJW! NOW LETS MOVE N AMBRS
ALL THE ACTION IS!**

*** FSB...
FUNNY, ONLY THE THREE
OF US...WORKING WITH--
OUT ACE! I'VE GOT T-2
FORCE MYSELF TO BE
LIEVE HE'S...HE'S DEAD!
WHEN I GET THROUGH
WITH THAT BRAINEX,
HE'LL BE READY FOR THE
SCRAP-HEAP! AND AS FOR
VILLO, I'LL POUND HIS
SMARK'S FACE TO THE
BACK OF HIS HEAD!**

**THEY'RE WITHIN
RANGE! HIT 'EM,
BRAINEX...
HIT 'EM HARD!**

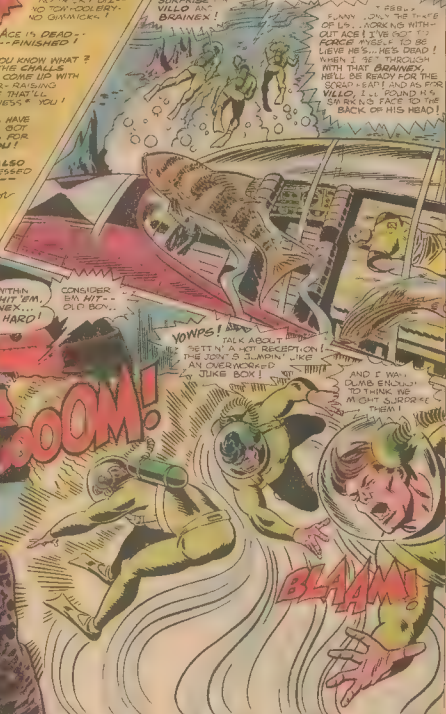
**CONSIDER
EM HIT--
OLD BOY--**

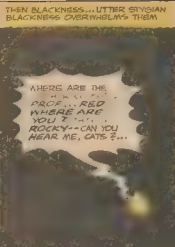
**YOWPS! TALK ABOUT
GETTIN' A HOT RECEPTION!
THE JOY'S JUMPIN' JUKE
AN OVERWORKED
JUKE BOX!**

**AND I WANT
DUMB ENOUGH!
TO THINK WE
MIGHT SURPRISE
THEM!**

BOOM!

BLAAM!





STRANGELY, INEXPLICABLY,
THE BLACKNESS DISSOLVES
A NIGHTMARE
CHALL



THIN... AT WATTER
WHAT... OR WHY
ITS DOIN' IT, BUT ITS
SQUEEZIN' THE L-LIFE
OUTA ME

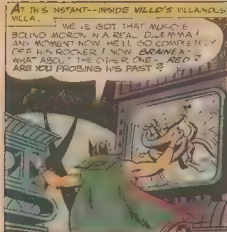


THEN...
YEOW!
LATE SHOW! PROF!
RED! GIMME A HAND!



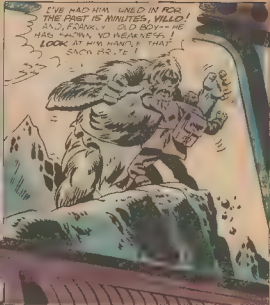
NOT A...
HAPPENIN'Z
CHANNIN
EYE!



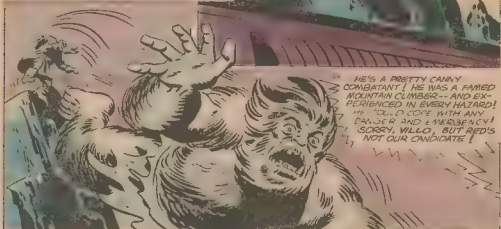


AT THIS INSTANT--INSIDE VILLO'S VILLANOUS VILLA.

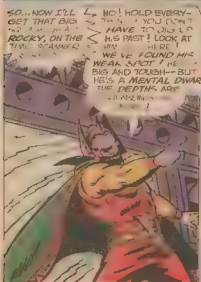
WE'VE GOT THAT MUCKE BOUND MORON IN A REAL DILEMMA! ANY MOMENT NOW HE'LL GO COMPLETELY OFF HIS ROCKER! NOW BRAINEX--WHAT ABOUT THE OTHER ONE--RED? ARE YOU PROBING HIS PAST?



I'VE HAD HIM LINED IN FOR THE PAST 15 MINUTES, VILLO! AND, FRANKLY, OLD BOY--HE HAS NO DOWN, NO WEAKNESS! LOOK AT HIM HANDLE THAT SACK HERE!



HE'S A PRETTY CANNY COMBATANT! HE WAS A FAMED MOUNTAIN CLIMBER--AND EXPERIENCED IN EVERY HAZARD! HE COULD COPE WITH ANY DANGER AND EMERGENCY! SORRY, VILLO, BUT RED'S NOT OUR CANDIDATE!



SO...NOW I'LL GET THAT BIG ROCKY, ON THE TWIN SPANNER

NO! HOLD EVERYTHING! YOU DON'T HAVE TO JUMP HIS PAST! LOOK AT HIM HERE! WE'VE FOUND HIS WEAK SPOT! HE'S BIG AND TOUGH--BUT HE'S A MENTAL DWARF! THE DEPTHS ARE



ROCKY 'ROCKY' STOP IT! YOU'VE ALREADY KATUBU RED--AND NOW YOU'RE TRYING TO KILL ME!

WHAT? YOU, I WAS A SEA SERPENT! YOU, AN

I MUST SAY, OLD BOY, YOU REALLY FLIP WHEN YOU SEE SOMEONE HAVING TROUBLES! YOU CERTAINLY DESERVE YOUR REPUTATION AS THE MEANEST MAN IN THE WORLD!

HA HAHHAHA

I CAN'T HELP MYSELF! YOU SEE--THAT KNUCKLEHEAD WAS SUDDENLY HIT BY RAPTURES OF THE DEEP...AND--GET THIS--HE THOUGHT HIS OWN PR... WERE SEA SERPENTS!

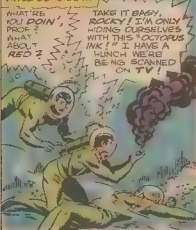


HAHAHAHAHA

THIS IS TOO MUCH!... EVEN FOR ME! HE ALMOST KILLED THEM! REALLY, BRAINEX! I KNEW I HAD A BAD BREAK BUT I DIDN'T THINK I WOULD SO EVIL THAT I'D ENJOY THIS SO MUCH! HA, NA, HA! IF I MUST ADMIT IT MYSELF, NOBODY CAN WITH ME!

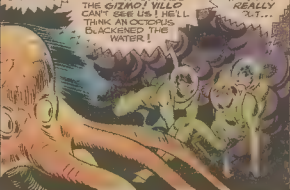


WHILE OUTSIDE...



TAKE IT EASY, ROCKY! I'M ONLY HIDING OURSELVES WITH THIS "OCTOPUS INK!" I HAVE A HUNCH THEY'RE BEING SCANNED ON TV!

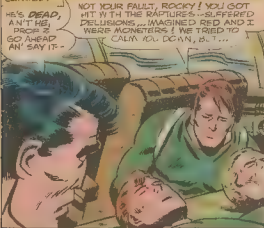
YOU MEAN I GOTTA SMILE LIKE I'M ON "CANDID CAMERA"?



NEVER MIND THE CRACKS! I'LL EXPLAIN LATER! RIGHT NOW--LET'S GET RED TO THE GIZMO! VILLO CAN'T SEE US! HE'LL THINK AN OCTOPUS BLACKENED THE WATER!

BUT I DON'T LIKE THE LOOKS OF OL' CARROT-TOPI! HE'S REALLY... IT...

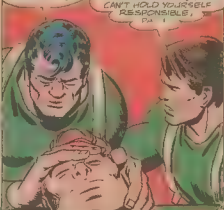
THEN, AFTER THEY TENDERLY LAY DOWN THEIR FALLEN COMRADE...



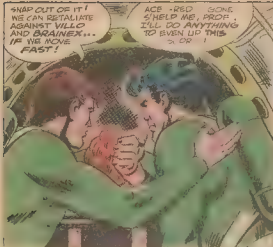
HE'S DEAD, AIN'T HE, PROF? GO AHEAD AN' SAY IT--

NOT YOUR FAULT, ROCKY! YOU GOT HIT WITH THE RAPTURES--SUFFERED DELUSIONS...IMAGINED RED AND I WERE MONSTERS! WE TRIED TO CALM YOU DOWN, BT...

YEAH--GO AHEAD AN' SAY IT... I KILLED 'IM, DIDN'T I?

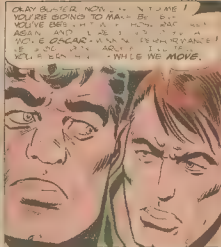


IT WASN'T REALLY YOU, ROCKY! IT WAS SOMETHING THAT AFFECTED YOU! YOU CAN'T HOLD YOURSELF RESPONSIBLE,



SNAP OUT OF IT!
WE CAN RETALIATE
AGAINST VILLO
AND BRAINEX...
IF WE MOVE
FAST!

ACE - RED GONE.
S'HELD ME, PROF.
I'LL DO ANYTHING
TO EVEN UP THIS
SCORE!

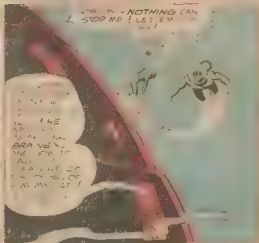


OLAY BUSTER NOW... I TUNE!
YOU'RE GOING TO MAKE BY 5...
YOU'VE BEEN HIT BY THE 200...
ASIAN AND...
NO. 6 OSCAR...
YOU'VE BEEN HIT... WHILE WE MOVE.



SHORTLY, THE FAN LIVE AND CHURN THE WATER.

YOU FINK! YOU ARE
A MONSTER! YOU GO!
MY PA... BUT YOU WON
GET ME! I'LL KILL
YOU, I SWEAR!



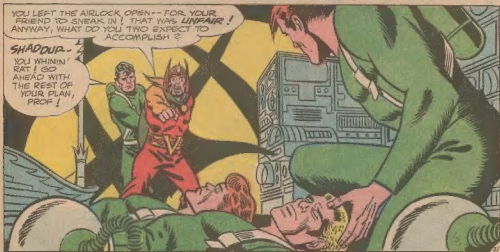
STOP ME! LET EM GO!

THE
SO
BRAVE
THE
ALL
FIGHT
FIGHT
FIGHT

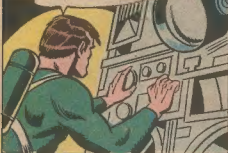


V. BIG A...
CHALLENGER I AM
THE...
THE...
THE...
THE...
THE...
THE...
THE...

BRAINEX! MUSCLE-
HEAD IS BEING
VICTIMIZED BY THE
RAPTURES AGAIN!
HE'S KILLING
PROF!
WONDERFUL!



I STILL REMEMBER SOME OF YOUR TRICKY MECHANISMS, BRAINEX-- SINCE THE LAST TIME WE MET, AND I HAD TO TAKE OVER! ROCKY! WE'LL HAVE TO DO THIS TOGETHER! TRUSS UP VILLO!



THEN...

YOUR TWO FRIENDS ARE DEAD-- AND JUST WHAT DO YOU EXPECT TO DO ABOUT IT? DO YOU THINK YOU CAN COAX BRAINEX INTO COOPERATING SO THEY CAN BE REVIVED?



YOU KEEP BUGGIN' ME, YOU'LL GET A FAT LIP! GO AHEAD, PROF! GET WITH IT! WE KNOW WHAT YOU'RE DOIN'... WE HOPE...

THE DEAL IS TO ADJUST BRAINEX'S TIME-PROBING UNIT-- CONVERT IT INTO A TIME MACHINE! THERE IT IS--THE TIME RAY! READY, ROCKY?

YEAH--STEP ON IT-- WILL YOU!? I'M GETTIN' NERVOUS!



THEN, WITH THE MECHANISM SET, PROF LEAPS TO ROCKY'S SIDE...

DO YOU THINK IT'LL WORK?

IT BETTER, PAL! WE'VE STAKED EVERYTHING ON THE NOTION THAT IT WILL! OTHERWISE...



BUT AT THAT MOMENT, A FANTASTIC CHANGE COMES OVER VILLO...

REAL SMART COOKIES, AREN'T YOU, CHALLENGERS! BUT THERE'S ONE THING YOU DIDN'T KNOW! VILLO AND I HAD PLANNED TO CHANGE ROCKY--BOY INTO A BRUTAL-- AND THE MECHANISM WAS SET!

OBEY! AND INSTEAD, IT'S TURNING VILLO INTO ONE OF THOSE BIG GORILLAS!



KIDS! MAIL IN YOUR HOBBY HINTS TO: CAP'S, NATIONAL COMICS
575 LEXINGTON AVE. NEW YORK, N.Y. 10022
IF PUBLISHED, YOU WILL RECEIVE \$5 AND THE ORIGINAL ART.



I'M MAKING MY OWN
DECALS FOR MY
MODELS, TOM!

WOW! HOW
CAN YOU DO
THAT?

I TAKE SOME **BROWN PAPER
TAPE**, THAT COMES WITH ADHESIVE
BACKING, AND GIVE IT A FEW
COATS OF **CLEAR DOPE**, ON THE
ADHESIVE SIDE. NOW, I LET
IT DRY.

WITH **COLOR ENAMEL**, I PAINT
ON MY DESIGN. WHEN IT'S DRY,
I COAT IT WITH **CLEAR DOPE**.

THE COMPLETELY DRY DECAL IS
USED LIKE **ANY OTHER** -- I SOAK
IT IN WATER, THEN THE PAPER
BACKING IS GLID OFF, AND I
PLACE THE DECAL ON THE MODEL.

CUT OUT FOR YOUR SCRAPBOOK

He's **NOT** as STRONG as **SUPERMAN**
as BRAINY as **BATMAN**
as FAST as... **the FLASH**
as SMALL as... **the ATOM**
or as WET as **AQUAMAN!**

WHAT
IS HE?

HE'S THE ONE,
THE ONLY,
ORIGINAL

**PLASTIC
MAN!**

THE SLYEST,
SLIPPERY-EST,
SLINKY-EST
SUPER-HERO
OF THEM ALL!

MAKING HIS TRIUMPHANT
RETURN IN
BRAND-NEW
EXPLOITS!



ON SALE SEPT. 22nd